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Attorneys for Plaintiff/Counter-Defendant
G&G Specialty Foods, Inc.

UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF CALIFORNIA
(Oakland Division)

G&G SPECIALTY FOODS, INC., a California
corporation,

Plaintiff,

vs.

PACK LINE CORP., a foreign profit
corporation,

Defendant.

PACK LINE CORP, a foreign profit
corporation,

Counterclaimant,

vs.

G&G SPECIALTY FOODS, INC., a California
corporation,

Counterdefendant.

Case No.: CASE NO.: C 04-4975 SBA

**AMENDED STIPULATED DISMISSAL
WITH PREJUDICE AND ORDER**

1 IT IS HEREBY STIPULATED by and between Plaintiff/Counterdefendant G&G Specialty
 2 Foods, Inc. ("G&G") and Defendant/Counterclaimant Pack Line Corp. ("Pack Line"), through their
 3 designated counsel, that all remaining claims and counterclaims asserted in this action are dismissed with
 4 prejudice pursuant to Federal Rules of Civil Procedure Rule 41(a)(1) and (c) based upon the settlement
 5 of the parties hereto. All parties to bear their own costs and attorneys' fees pursuant to their separately
 6 executed Settlement Agreement and Mutual Release.

7 The parties consent to and request that Magistrate Judge Edward M. Chen retain continuing
 8 exclusive jurisdiction over the parties and the subject matter hereto for the purpose of interpreting and
 9 enforcing the August 29, 2005 Settlement Agreement and Mutual Release.

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 11 STIPULATED AND AGREED:

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 13 Dated: October 31, 2005

KRIEG, KELLER, SLOAN, REILLEY & ROMAN LLP

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 15 By _____/s/_____
 16 Kenneth E. Keller
 17 Attorneys for Plaintiff/Counterdefendant
 G&G Specialty Foods, Inc..

18 Dated: October 31, 2005

HOWARD RICE NEMEROVSKI CANADY FALK & RABKIN

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 20 By _____/s/_____
 21 Jeffrey E. Faucette
 22 Attorneys for Defendants/Counterclaimants
 23 Pack Line Corp.

[PROPOSED] ORDER

The parties, by their counsel, having advised the Court that they have agreed to a settlement of this case, including all claims and counterclaims, and having entered into a Stipulation of Dismissal,

IT IS HEREBY ORDERED, upon the consent of the parties hereto, that:

1. This Court has jurisdiction of the subject matter of and the parties hereto and venue is properly laid in this district.

2. By the parties' consent and request, Magistrate Judge Edward M. Chen shall retain continuing exclusive jurisdiction over the parties and the subject matter hereto for the purpose of interpreting and enforcing the August 29, 2005 Settlement Agreement and Mutual Release.

4. All remaining claims and counterclaims asserted in this action are dismissed with prejudice.

5. Each of the parties hereto shall bear its own costs and attorneys' fees incurred in this action.

IT IS SO ORDERED.

Dated: 11/1/05



The Hon. Judge Sandra B. Armstrong
United States District Judge